

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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FASHION LEAF GARMENT CO., LTD. And
CTR HOLDINGS, LLC,

Plaintiffs,

-against- C.A. No.
19-cv-03381-ALC-BM

RINGER JEANS, LLC, RINGER JEANS APPAREL, LLC,
RINGER JEANS, LLC, NEW AGE BRANDING, LLC,
E-Z APPAREL, LLC, ESSENTIALS NEW YORK, LLC,
ESSENTIALS NEW YORK APPAREL, LLC,
LIMITED FASHIONS, LLC, GABRIEL ZEITOUNI
and CHARLES AZRAK,

Defendants.

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ANHUI GARMENTS IMPORT & EXPORT CO., LTD.,

Intervenor Plaintiff,

-against-

NEW AGE BRANDING LLC and LIMITED FASHIONS, LLC

Intervenor Defendants.

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ZOOM TELECONFERENCE

OCTOBER 20, 2022

2:10 P.M.

CONTINUED EXAMINATION OF CHARLES AZRAK

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2 **CONTINUED EXAMINATION FROM OCTOBER 14,**
3 **2022 OF CHARLES AZRAK,** one of the Defendants
4 in the above-entitled action, held at the
5 above date and time, pursuant to Order, taken
6 before Olga Raptis, a Reporter and Notary
7 Public of the State of New York.
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A P P E A R A N C E S:

HOGAN & CASSELL, LLP.

Attorneys for Defendant

500 North Broadway

Suite 153

Jericho, New York 11753

BY: MICHAEL CASSELL, ESQ.

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BY: KEVIN J. NASH, ESQ.

(Continued on next page.)

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(Appearances continued:)

KING & WOOD MALLESONS

Attorneys for Intervenor Plaintiff

500 Fifth Avenue

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New York, NY 10036

BY: VINCENT FILARDO, JR., ESQ.

CHARLES WIZENFELD, ESQ.

S T I P U L A T I O N S

IT IS HEREBY STIPULATED AND AGREED
by and between the attorneys for the
respective parties herein, that filing,
sealing and certification be and the
same are hereby waived.

IT IS FURTHER STIPULATED AND AGREED
that all objections, except as to the
form of the question shall be reserved
to the time of the trial.

IT IS FURTHER STIPULATED AND AGREED
that the within deposition may be signed
and sworn to before any officer authorized
to administer an oath, with the same force
and effect as if signed and sworn to before
the Court.

That a copy of this examination shall
not be furnished without charge to the
attorney representing the witness
testifying herein.

C H A R L E S A Z R A K,

the witness herein, having been
previously duly sworn by a Notary
Public of the State of New York,
was examined and testified as
follows:

BY THE REPORTER:

Q. Please state your name for the
record.

A. Charles Azrak.

Q. Please state your address for the
record.

A. 1888 Ocean Parkway, Brooklyn,
New York 11223.

MR. CASSELL: Welcome back.

Today I'm going to follow up
mainly along the same lines that we
left off last week which is asking
you questions about documents.

So, I'm going to place
documents on my screen. If for
some reason you can't read or can't
see them, please ask me to make it
bigger and we will see how this

1 Charles Azrak 183

2 process works. And let's get
3 started. I'm going to share my
4 screen.

5 CONTINUED EXAMINATION BY

6 MR. CASSELL:

7 Q. The first document I'm going to be
8 asking you questions on is a document that
9 was previously marked at a prior deposition.

10 It was Lauren DesLauriers'
11 deposition, which I know I'm butchering her
12 name. But it's D-E-S-L-A-U-R --

13 MR. NASH: DesLauriers.

14 MR. CASSELL: Thank you.

15 THE WITNESS: DesLauriers.

16 MR. NASH: What is that,
17 Charles?

18 THE WITNESS: DesLauriers.

19 BY MR. CASSELL:

20 Q. Even better.

21 D-E-S-L-A-U-R-I-E-R-S and it was
22 Exhibit C and it's a chain of e-mails. And
23 first e-mail is February 13th.

24 Once again, it's a lot trickier
25 than if we are in person, but I'm going to

1 *Charles Azrak* 184

2 see if you can look at this and tell me --
3 actually the first e-mail is February 11th,
4 we discussed this already?

5 I'm just going to go through this
6 for context. Correct me if I'm wrong, but my
7 recollection is we discussed this February
8 12th e-mail and we also discussed this
9 February 12th e-mail from Nathan Alderson.

10 Do you remember discussing this at
11 your prior deposition?

12 A. Yes, I do.

13 Q. We have an e-mail here from Nathan
14 on February 13, 2019, to Lauren.

15 Have you seen this e-mail before?

16 A. I don't recall reading the exact
17 e-mail, but I'm sure I have.

18 Q. Do you have any reason to doubt
19 that you received this e-mail on February 13,
20 2019?

21 A. No.

22 Q. Do you know where Lauren was
23 located? It says "hope you enjoyed your snow
24 days."

25 A. You mean physically?

1 Charles Azrak 185

2 Q. Physically, yes.

3 MR. NASH: We took her
4 deposition, Mike. You missed it.

5 A. She lives in Massachusetts.

6 MR. CASSELL: I did read it.
7 I missed it personally, but I did
8 read it.

9 BY MR. CASSELL:

10 Q. There's a Section A here about
11 basically looking at certain items and it
12 refers to the issues with one specific QC
13 team working in the utility jacket finishing
14 lines.

15 Do you know what Nathan's referring
16 to here?

17 A. Yes.

18 I think he's referencing the prior
19 e-mail that we received from Zoey where she
20 referenced the one item in the colors first
21 that had the problems. And then she came
22 back later with a much longer list. But I
23 believe when he did this it was from that
24 initial information.

25 Q. And then it says in Section B, it

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says "To play it safe we would rather pull back out of all our ship through said QC lines."

Did you discuss this with Nathan before you sent out this e-mail?

A. Yes.

Q. Did anyone disagree with the proposal that T.J. Maxx to pull back all the goods?

A. No. This is only referring to one QC line and one factory. We were trying to limit the issue just to that factory, but they declined this offer, T.J. Maxx.

Q. And going down to 1A, it says "We offer the choice of RTV -- that's return to vendor, correct?"

A. Correct.

Q. "For significant markdowns we paid at Ringer's expense."

What did T.J. Maxx -- we went through some of this before, but just in context, what did T.J. Maxx eventually do?

A. So T.J. Maxx chose to cancel all products regardless of the factory, be it the

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utility jacket, pants, vests. They really just took a -- they literally canceled every single item on order regardless of where it came from. They returned everything that was not physically on their sales floor, that was the RTV. And they also took a significant markdown, so I guess a discount on what we owed them so they can discount and liquidate what was already on their floor.

Q. Do you know what percentage of the goods was on the floor versus in the warehouse?

A. No. There is no way for me to tell. The only thing that we can determine is how much was returned and then how much the markdown was. But beyond that, there is not much.

Q. Just going to the last paragraph on this page, it's Page 2 of the exhibit, it says -- and I'm paraphrasing it -- Ringer is fully behind the product so much so that any item submitted to RTV will be exported and disposed of at the factory's expense in Asia.

Was that actually ever done?

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A. No.

Q. Let's go up to the first page of Exhibit C and this is a February 18, 2019 e-mail.

Have you seen this e-mail? It's from you, did you send this e-mail?

A. Yes, okay. Yeah, it makes sense.

Q. What is the LA facility?

A. The warehouse.

Q. That is where the goods were shipped from Asia? That's where they go?

A. Yes. They deliver it to a warehouse which was, at that time, only located in California, in LA California.

Q. Did you actually go out there or did someone else go to the LA facility?

A. I didn't. Nathan, Jamie and Eko did.

Q. Do you know if Gabe went to the facility?

A. He was supposed to. I do not believe he actually made it out. I think he ended up staying behind.

Q. I'm going to ask you questions now

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2 for the record, this is a document that was
3 marked as Exhibit H at Lauren DesLauriers'
4 deposition. It's a two-page document and it
5 was marked as Exhibit H.

6 This document here, just to put it
7 in context, is a February 12th e-mail that
8 starts on the bottom of page 1 into Page 2
9 which we've discussed before. So I'm not
10 going to ask you about that.

11 What I'm going to ask you is about
12 on Page 1, this February 13th e-mail.

13 Have you seen this e-mail before,
14 it's 4:49 p.m.?

15 A. I don't recall it. I would have to
16 assume I'm on it, so I did see it, but I
17 don't recall the exact e-mail, per se.

18 Q. Just reading these e-mails in
19 context, it appears that, if I understand
20 correctly, that Ringer Jeans was trying to
21 basically "negotiate" with T.J. Maxx and
22 T.J. Maxx just said we're sending everything
23 back.

24 What do you recall about that?

25 A. We were trying to limit the issue

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just to the one utility jacket item, even though it would have been, it still would've been a large amount of money out, at least we were able to kind of put it in a vacuum and leave it there and keep the rest of the business and goods flowing. But they would not go for that type of resolution.

Q. It refers to 87,451 units.

Do you know what percentage of all the units that was?

A. I don't.

Q. And there's an e-mail, going to the top of this page, from you to Alex on February 14, 2019.

Do you recall sending this e-mail?

A. Yes, I think I do remember sending that. Yes.

Q. Do you know if Alex responded to the e-mail?

A. He came to town, if I'm not mistaken, after all this and we were in constant contact over, him and Gabe were speaking every morning while this was going on.

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Q. I think you testified about that at your last deposition, so I'll move on.

I'm going to go to the next document. This is a document that was marked by your attorney as Exhibit 10. It's a four-page document and it's entitled -- for the purposes of the marking -- it's entitled Winners.

I'm going to scroll through it.

Have you seen any of this four-page e-mail before?

A. I mean, it was so long I don't recall it. But, again, I am on it, so I must have been aware of it.

Q. There's an e-mail starting at the last page. The last page is blank. Starting on Page 3. There's an e-mail from Nathan to you and to Zoey dated March 7, 2019. It refers to Winners POs back in.

Do you know what that, the use of the word "Winners" there, do you know why that is used?

A. Yes. Winners is a different customer. Winners is a Canadian-based

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customer.

Q. The reference to Winners has nothing to do with basic T.J. Maxx.

A. They are owned by T.J. Maxx, but they're a separate Canadian-based entity. They had a separate unaffiliated business with them. If I remember correctly, I believe they all did the bottoms.

Q. Was Ringers Jeans still doing business with Fashion Leaf up through March of 2019?

A. This is us telling them that Winners will reinstate the orders. So I guess we were just salvage the order over here.

Q. The order reference here, is that some of the order of the merchandise that went to T.J. Maxx?

A. It could be similar shorts that were on order for T.J. Maxx when Winners would place their buys like separately on their own as if it's like on a cut-up basis because we have to ship them straight from China. It's a completely different set up

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than most any other customer. They would have their own buy basically that we would put in.

Q. Were there any issues with the goods shipped to Winners as far as the quality or defects?

A. I don't know if these actually went. Honestly, I don't recall.

Q. Let's go up to the first page of the document. That is an e-mail from you to Zoey.

Do you recall sending this e-mail? It's dated March 19, 2019?

A. I don't recall it and I don't doubt that I sent it.

Q. It refers to you on the first line that "you took my employees off this e-mail."

What employees, were you the employer at that point, by March 19, 2019?

A. No, but I meant like my underlings, my team.

Q. And then it refers to, a few paragraphs down, to the firing line employees.

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Do you know who those people were?

A. Yes, no I think that's actually true. It was Eko, it was Holiday, it was Adrian, it was Sarah, it was Rebecca -- if I'm not mistaken it was Rebecca, I believe. It was Alexandria.

Yes, yes. We let go of everybody really because the Tencel program didn't mean anything.

Q. Just so I'm clear, it's Ringer Jeans' position that these nine employees were let go specifically because of these issues with these products in the lawsuit?

A. Because of the loss of business which was, I guess, in direct reasoning of this issue.

Q. Do you know if at this time Fashion Leaf was requesting payment from Ringer Jeans for those goods?

A. Requesting?

I mean, I would have to assume that they were. I don't know per se if they were, but I would assume so.

Q. Do you have remember having any

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discussion with Alex Zhao about -- meaning after, starting from March 1, 2019 forward, did you have any discussion with Alex about his request for payment for the shipments?

I guess I'm just trying to, to make it simpler, I'm trying to differentiate if there were such conversations would it be between you and Alex or between Dave and Alex is what I'm really trying to get at?

A. So at this -- mainly Gabe or David and Alex. It doesn't mean that I would not be involved or also be involved in the conversation, but they were the owners that controlled.

Q. Let's go to the next document, and the next document is another document that was marked by your attorney as Exhibit 15 and, it says, (As Read) "Ringer Jeans, LLC account register."

The way it was marked by attorney, I guess it was a little bit possibly out of context.

Who created this document?

A. It's generated straight from our

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accounting system.

Q. And it was generated on August 20th?

A. I guess, yes, when we had to present it.

Q. What does this document actually show?

It says, "Alex China."

Who is Alex China? Is that Fashion Leaf?

A. Yes, I believe this is the money that Mr. Zhao paid into the company to purchase shares of ownership. That this is the breakdown.

Q. This is the breakdown as far as Alex's claim for purchase into Ringer Jeans Apparel which we discussed at your last deposition?

A. Yes.

Q. Going onto the next exhibit.

MR. CASSELL: I'm going to have to mark this one. I think we're up to 13.

This will be Exhibit 13.
It's a twenty-page document. It's

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2 dated April 15, 2019. It's from
3 the Mazzola law firm and it's to
4 Limited Fashions.

5 (Mazzola law firm document
6 dated April 15, 2018 was
7 marked as Plaintiffs' Azrak
8 Exhibit 13, for
9 identification, as of this
10 date.)

11 BY MR. CASSELL:

12 Q. Have you seen this first page
13 before?

14 (Whereupon, Plaintiff's
15 Exhibit 13 was shown on the screen.)

16 A. I believe I've seen it.

17 Q. Do you know when you first saw it?

18 A. I do not recall exactly, but I'm
19 sure I've seen it at some point.

20 Q. The letter is written on behalf of
21 Jiangsu Mana Company, J-I-A-N-G-S-U, Mana
22 Company.

23 Were you familiar with that company
24 before this letter was sent?

25 A. No.

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Q. Did you have discussion with anybody, other than your attorney, about this letter?

A. Gabe.

Q. What did you discuss with Gabe about this letter?

A. I think we established for whatever reason that we knew that it was associated with Fashion Leaf and nothing, that was it I believe, that I remember.

Q. Did you form a belief that the monies referenced here would be part of the purchase orders that went to T.J. Maxx?

A. There's no way to tell because everything that we purchased from Fashion Leaf. I don't know who subcontracted, if he re-contracted.

Yeah, no way to really tell.

Q. There's documents attached to it. Do you remember receiving these documents that are attached here?

Do you remember looking at these documents that are attached to the letter?

A. I believe I did.

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Q. Was any monies ever paid to Jiangsu Mana Company in response to this letter?

A. No.

Q. Do you know if you had any discussions with this attorney? When I say "you," I mean you or anyone on behalf of Ringer Jeans with this attorney?

A. I don't believe so.

Q. Do you know if anyone on behalf of Limited Fashions had any discussions with this Mazzola law firm?

A. No.

Q. To your knowledge, if I understand correctly, basically there was no response to this letter.

Is your understanding?

A. Correct.

Q. Do know if this attorney or Jiangsu Mana did anything to further its claim here?

A. No, I don't.

Q. If they brought a lawsuit against Limited Fashions you would know about it, right?

A. I am unaware of any lawsuit.

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Q. If there was a lawsuit, do you think you would know about it?

A. I would assume so.

Q. Let's go onto the next document. It's a similar letter. I going to the next document. This is a letter, I believe, is written by your attorney.

MR. CASSELL: So let's mark this.

This will be Exhibit 14 for the record. It's an April 15, 2019 letter from Stephen Gerber to Alex Zhao.

(An April 15, 2019 letter was marked as Plaintiffs' Azrak Exhibit 14, for identification, as of this date.)

BY MR. CASSELL:

Q. Have you seen this letter before?

(Whereupon, Plaintiff's Exhibit 14 was shown on the screen.)

A. Yes.

Q. And Mr. Gerber was Ringer Jeans'

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attorney at the time?

A. For this, yes.

Q. He was authorized to send a letter to Mr. Zhao?

A. Yes, sir.

Q. Did you have any discussion with Alex Zhao in response to this letter?

A. Directly.

Q. Let's start directly first.

A. I do not believe so.

Q. How about indirectly?

A. No, I do not believe so.

MR. CASSELL: We are up to Exhibit 15, for the record.

Exhibit 15 is a one-page e-mail. It's one page, it has two e-mails but I'm only going to ask you questions about this e-mail dated March 27, 2019.

(An e-mail dated 03/27/2019 was marked as Plaintiffs' Azrak Exhibit 15, for identification, as of this date.)

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BY MR. CASSELL:

Q. I would like you to take a look at that e-mail.

(Whereupon, Plaintiff's Exhibit 15 was shown on the screen.)

A. Uh-huh (affirmative).

Q. And there's a reference here that Alex is claiming that he is owed a lot of monies and if Gabe is not going to pay for the products he should return the products.

Did you have any discussions with Gabe about this e-mail?

A. Not that I recall.

Q. Were you involved in any discussions at all about the concept of returning the products to Fashion Leaf?

A. Yes, I wanted to. However, we were deemed unallowed to do so.

Q. You discussed that last time. Is that due to licensing issue?

A. Licensing issues and UCC filing lien by our lender on sitting inventory.

MR. CASSELL: On to the next document.

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2 I only have four documents
3 left.

4 Moving this along, this
5 document will be 16 and it's
6 referred to as a liquidation
7 analysis.

8 (Liquidation analysis was
9 marked as Plaintiffs' Azrak
10 Exhibit 16, for
11 identification, as of this
12 date.)

13 BY MR. CASSELL:

14 Q. This is a little tricky because
15 it's got the columns and I can expand the
16 columns if you need, but I think get the gist
17 of what's on my screen.

18 If you want, I can expand any
19 column, make it bigger.

20 (Whereupon, Plaintiff's
21 Exhibit 16 was shown on the screen.)

22 A. No, no, it's fine.

23 Q. Exhibit 16 is what is referred to
24 as a liquidation analysis.

25 Did you have any role in creating

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this document?

A. Yes.

Q. What role did you have in creating the document?

A. It was pulled from our system. I reviewed and forwarded it.

Q. I'm going to make some of the columns bigger on my end because I want to ask you about each column.

Some of this is self-explanatory, but I appreciate it just for the record.

So, what is Exhibit A? It says, "customer."

Is that what that is?

A. Yes.

Q. Is that the location where some of the goods that were returned by T.J. Maxx were eventually sold?

A. Not necessarily.

Well, yeah, a combination of what was returned and what was sitting in our warehouse. Yes.

Q. Just so we are clear, these do all pertain to the goods that were provided by

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Fashion Leaf that are the subject of this litigation?

A. Correct.

Q. So Burlington, if I go through the list, there was 59,000 goods sold to Burlington?

A. Yes.

Q. Now these are all the store names, Gordmans, Pegasus, Ross -- those are all the stores where the goods went?

A. Correct.

Q. And there's some quantity of goods that were sold as 179,046?

A. Correct.

Q. What is T-T-L, L-D-P? It's total something?

A. That's the total cost of the product per the invoice value from the factory, from the maker.

Q. Just so I'm clear, none of this was actually paid to Fashion Leaf, correct?

A. It is in the soup of what was paid or not paid. So, I mean, it depends how you want to think of it. That's just the costs.

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Doesn't mean it was paid for.

Q. So now I'm confused.

You said it was in the soup of what was paid and what was not paid.

I thought Fashion Leaf was not paid anything for these products?

A. No.

For example, I'm saying I can't tell you off of this if this was something received in -- like if some of this was received in August or if was received in January. August was probably paid for. I'm just trying to be a little bit, I guess, specific.

Q. Do you know, sitting here today, what percentage of the 2.471 million was actually paid to Fashion Leaf?

A. It's impossible to tell. I know we owed, when it was all said and done, owed at cost value approximately \$3 million, maybe I think more even. So if you want to say this was unpaid, I guess a large portion of it would have to be unpaid just by arithmetic.

Q. Let me just complete the picture.

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2 You kind of answered so let me just
3 turn it around.

4 The fact that it's listed here and
5 LDP column, just so we're clear, does not
6 necessarily mean that Ringer Jeans actually
7 paid for it, that's just what the invoice
8 amount was?

9 A. Correct.

10 Q. Let's go to the next column. I
11 guess this is self-explanatory.

12 This one you actually sold the
13 goods for?

14 A. Yes.

15 Q. And the third column, they're all
16 red, meaning the invoice -- taking the
17 invoice minus what it was sold for, these are
18 all negatives other than this one \$90,
19 correct?

20 A. Correct.

21 Q. So if the invoices were all paid in
22 full, Ringer Jeans would have lost \$1.2 million
23 on these goods?

24 A. On these goods, yes.

25 Q. What is L-D-P again, I'm sorry?

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A. Landed Duty Paid, that's just the final price delivered to the warehouse.

Q. The next column, G, is average sell price?

A. Yes.

Q. And then H is original sell price?

A. Yes. That was contracted with T.J. Maxx for those items.

Q. I don't want to put words in your mouth, but it seems to me that of all the figures here, the most important figure for calculating "damages" is this 1.201,826.48?

A. I don't think so.

Q. What would be the most important to you?

A. Column H. That's what my original sell price was.

Q. Because that's lost profit?

A. Yes.

Q. But that wasn't totaled. Is the reason why that wasn't totaled?

A. No reason. We could total it. It's just a formula.

Q. So H is the lost profit on each of

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Charles Azrak

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the goods if they're actually sold?

A. Yes. You would just deduct the cost, the average LDP from the original sell price and multiply it by the units.

Q. Let's stop and make it simple, just for the record.

Let's start with the jacket, \$21, what is the profit on that?

A. So the profit on that would have been \$4.27 each.

Q. H minus F?

A. Exactly.

Q. Same as this one.

So the next one is 8.50, so it's like a \$1.52 on the shorts?

A. Exactly.

Q. Times the quantity which is column B?

A. Exactly.

Q. And that you're claiming is the damages to Ringer Jeans?

A. That would be my -- that would be how I would look at my total damage here in regard to this.

1 Charles Azrak 210

2 MR. CASSELL: Let's go on to
3 the next exhibit which we are going
4 to mark as 17 which is also a
5 spreadsheet.

6 (Spreadsheet was marked as
7 Plaintiffs' Azrak Exhibit
8 17, for identification, as
9 of this date.)

10 (Whereupon, Plaintiff's
11 Exhibit 17 was shown on the screen.)

12 A. I'm sorry, Mr. Cassell, it shrunk.
13 Everything shrunk.

14 Is that something that was done
15 your side or something I did?

16 BY MR. CASSELL:

17 Q. I don't know. I'm moving onto the
18 next exhibit. So, this is 17.

19 It's a little different that this
20 format, the way it is, it's more in portrait
21 format than landscape, so it might be hard to
22 read. It is a different spreadsheet, that's
23 why. I don't know if you can read this one
24 on your screen. Let me see.

25 MR. FILARDO: I can read it

1 Charles Azrak 211

2 fine, Mike. I can read it fine.

3 Nothing shrunk.

4 It might have been something

5 that Charles did.

6 A. I can see it. I just enlarged the

7 picture. I can see it now.

8 BY MR. CASSELL:

9 Q. We're looking at Exhibit 17 which
10 is also an Excel document that has, looks
11 like about 94 rows on it and columns going up
12 to F on the main document. There's some
13 miscellaneous stuff in other columns.

14 Who created this spreadsheet?

15 A. This is a running document. This
16 must have been initially created by someone
17 at TJX.

18 Q. You think it was provided to you
19 from T.J. Maxx or TJX?

20 A. I have to be honest, seeing it out
21 of context I can't -- I mean I definitely
22 didn't generate it. I don't know if --

23 Q. It says, sorry, it says "Nathan
24 copy RTV info."

25 Does that help at all?

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Charles Azrak

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A. It could be something that Nathan put together in regard to the information he received from them.

Q. Have you seen this spreadsheet before now?

A. Looks vaguely familiar. I honestly do not recall the context of when we received it or pushed it or anything. I mean...

Q. In looking at this, is it your best -- and you don't have to agree with me -- but is it your best understanding that this was something that was provided by TJX as to a listing of the RTV items?

A. I honestly do not want to lie especially since I'm under oath, I can't recall if this is exactly what was provided by them.

Q. Let's move onto the next document.
This is a document that was also previously marked at a deposition of Civitella, C-I-V-I-T-E-L-L-A. Another deposition I wasn't at, but I did get the transcript.

And this was marked as Exhibit D?

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The handwriting on the first page,
do you know whose handwriting that is?

A. No, sir.

Q. And it says, (As Read) "Schedule of
T.J. Maxx returned merchandise to Ringer
Jeans," and then there's a spreadsheet that
is printed out.

Have you seen this document before?

A. Isn't this what we just reviewed.

Q. Maybe. I'm not sure. It may be
just a printout of what you provided?

A. I believe this is that chart that
we looked at before which showed the total,
remember the LDP and the sell price and the
original sell. I think this is the same
thing just printed out in a different format.

Q. Let's move on.

MR. CASSELL: 18. This and
one more, so we're almost done on
my end.

I'm putting before the
witness what has been marked as
Exhibit 18. It's a fourteen-page
document and it was produced by

Charles Azrak

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plaintiffs to use at a mediation.

(A fourteen-page mediation document was marked as Plaintiffs' Azrak Exhibit 18, for identification, as of this date.)

BY MR. CASSELL:

Q. There's a document attached to it as part of Exhibit 18. It's section Exhibit A and it attaches a declaration of conformity of clothing textiles from export.

Have you seen these types, there's a bunch of them, have you seen these types of declarations before?

A. No, I've never seen that. I've never seen an inspection like if that's what it's supposed to be.

Q. There's a reference to a bunch of purchase orders and it says, in Section 2, that all of the products have been inspected and pass international universal standards AQL2.5.

I think I asked you this before, but just to be clear, do you know what AQL2.5

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is?

A. I believe AQL2.5 is something, again I'm not very good at that type of stuff.

I believe it's the stitches, the amount of stitches per inch when it's sewn or something like that, if I'm not mistaken.

Q. Do you know if there's any type of course of product in the industry where if goods pass AQL2.5 then it has some level of significance as to whether or not they could be returned?

A. Certain customers designate an AQL level of what's mandatory if you're going to ship goods to them. We never had such mandatory issues and really that is not, if I'm correct with what they're referring to in the AQL2.5, that has nothing to do with the issues we have had.

Q. Why is that?

A. Because our quality issues had to do with discoloration, ripping, pilling, crooked sewing, loose threads, uncut threads; nothing really to do with the quality of the

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stitching.

MR. CASSELL: I'm down to my
last exhibit which I believe is 19.

This Exhibit 19, for the
record, says Membership Interest
Purchase Agreement entered into on
March 13, 2019 and it's six pages.

(Membership Interest
Purchase Agreement
03/13/2019 was marked as
Plaintiffs' Azrak Exhibit
19, for identification, as
of this date.)

BY MR. CASSELL:

Q. Have you seen this document before?

A. Yes.

Q. And is that your signature on Page
6 of the document?

A. Yes.

Q. And that your wife's signature?

A. Yes.

Q. Gabriel's signature and his wife's
signature?

A. Yes.

1 Charles Azrak 217

2 MR. CASSELL: I don't have
3 any further questions.

4 I may ask you more questions
5 after Vincent asks you questions.

6 I appreciate your time.

7 MR. NASH: Mike, two-minute
8 break for coffee and then we'll
9 pick up?

10 MR. FILARDO: Sounds good,
11 Kevin.

12 Good afternoon, Mr. Nash
13 [sic].

14 My name is Vincent Filardo.
15 I'm with Kim Wood & Mallesons --

16 MR. NASH: I'm not the
17 witness, Vincent.

18 He's in my office. He's
19 using my computer, but his name is
20 Azrak.

21 MR. FILARDO: Oh, I am
22 sorry. That confused me. Sorry,
23 Charles.

24 THE WITNESS: That's fine.

25 MR. NASH: We're going to

1 Charles Azrak 218

2 cancel the deposition because
3 you're, obviously, not prepared.

4 MR. FILARDO: Good
5 afternoon, Mr. Azrak.

6 THE WITNESS: How are you?
7 Thank you.

8 MR. FILARDO: I apologize.
9 I got thrown by looking at
10 Mr. Nash's name on the bottom of
11 the screen.

12 MR. NASH: He's on my
13 computer.

14 THE WITNESS: No need for an
15 apology.

16 MR. FILARDO: I work with
17 Anhui Garments, and we are the
18 intervener plaintiff in this
19 action.

20 I think it's important also
21 to point out that the intervener
22 defendants in this action are New
23 Age Branding and Limited Fashions,
24 at least for the time being.

25 There are some questions I'm

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Charles Azrak 219

going to want to ask you about those entities given some of the testimony you provided last Friday.

I think the first place for us to start would be to look at a document. I'm just going to try to share my screen now.

MR. NASH: Have you sent these over, Vince?

MR. FILARDO: Yes, I did, on Friday.

So the court reporter should have them. If the court reporter does not have them, let me know and I'll ask Charles to send them over to everyone.

So, let's take a look at this first document --

MR. CASSELL: Vince, just one more thing just for the record so we're clear, your exhibits have already -- the reason why I started at Exhibit 11 was specifically because your exhibits we already

1 Charles Azrak 220

2 have as 1 through 10.

3 MR. FILARDO: Thank you.

4 MR. NASH: Can you send this
5 over?

6 I didn't see it, but I'll
7 look again.

8 Who sent it, Vince?

9 MR. FILARDO: I think it was
10 Charles or our legal assistant,
11 Fernando Lee.

12 MR. NASH: Okay. I'll look
13 for it.

14 MR. FILARDO: Charles, if
15 you're on --

16 MR. WIZENFELD: I'm on. I
17 got it.

18 MR. FILARDO: So everybody
19 can get on the same page.

20 EXAMINATION BY

21 MR. FILARDO:

22 Q. I'm just going to scroll through
23 this quick so you can take a look at it.

24 You can see that this is titled,
25 Anhui Garments Import & Export Co., Limited

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Charles Azrak

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30B6 Notice of the Deposition to New Age
Branding, LLC and Limited Fashions, LLC?

Do you see that on this document?

A. I'm sorry. I don't see a document.

Q. This document that I'm scrolling,
can you see it?

A. Yes, sir.

MR. FILARDO: Before we get
going on this, let me just ask the
court reporter to mark this as --

MR. NASH: It's marked.

BY MR. FILARDO:

Q. Do you see this document is
entitled Anhui Garments Incorporated for
Company Limited 30B6 Notice of Deposition of
New Age Branding LLC and Limited Fashions
LLC.

Do you see that, sir?

A. Yes, sir.

Q. Have you seen this document prior
to today? I'm going to scroll through it
just so you can take a quick look at it.

What's most important is that first
page and this page that's coming up right

1 Charles Azrak 222

2 about here, topics where you have a list of
3 19 topics, 20, oh going on 20, 33 topics?

4 Have you seen any of this document
5 prior to today?

6 A. This is a copy of the lawsuit,
7 right.

8 Q. No. This is what's known as a 30B6
9 Deposition Notice. That's what it's known
10 as. It's basically a corporate deposition
11 notice.

12 A. Honestly, I do not recall seeing
13 it, but I think I must have. That's a weird
14 answer.

15 Q. I'll take the answer.

16 Do you understand that you're here
17 today to testify on behalf of New Age
18 Branding and Limited Fashions as their
19 corporate representative?

20 A. I can ask my attorney how to answer --

21 MR. NASH: Let's not beat
22 around the bush.

23 These companies, I don't
24 know how they got in the lawsuit.
25 And so he's here on behalf of them

1 Charles Azrak 223

2 and he's really here on behalf of
3 Ringer. I.

4 Don't know if your claim is
5 going to be that Ringer is the real
6 defendant or not.

7 But as he previously
8 testified, these companies didn't
9 buy goods and there's some type of
10 question as to how they got into
11 the invoices and the lawsuit.

12 Having said that, he is just
13 familiar with these companies as
14 anybody else.

15 BY MR. FILARDO:

16 Q. Would it be correct for me to say
17 that, Mr. Azrak, you are here testifying on
18 behalf of Ringer Jeans and you have knowledge
19 of these companies, New Age Branding and
20 Limited Fashions?

21 A. Yes.

22 Q. We will get to these topics as we
23 go forward, but I do want to ask a couple of
24 questions about New Age Branding and Limited
25 Fashions project based upon your testimony

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Charles Azrak

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last Friday and basically upon what your counsel had just stated on the record.

Do you recall testifying last Friday that you stated New Age Branding was an inactive company as early as 2011 I believe you stated?

A. 2011 or 2012, around the time frame, yes.

Q. Was it your testimony that it was either you or your brother along with your father who were the owners of New Age Branding?

A. That is my recollection, yes.

Q. Do you have any further recollection as to whether or not it was you or your brother that was the owner with your father in New Age Branding?

A. I believe, again I believe it was my brother and not me, only because I never actually worked for the company.

But with the way at that time that we were splitting up our businesses, we all had stakes and shares together. This is in the mid, from like 2005 through 2010.

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Charles Azrak

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Q. With respect to Limited Fashions, do you recall testifying also last Friday that Limited Fashions had been inactive since approximately the same period of time, 2011 or 2012?

A. Yes, sir.

Q. Was it your testimony too that it was you and your father that you believed were the owner of Limited Fashions?

A. I believe it was me and my father me and my brother as well.

Q. So it's your testimony that you were not an owner of either of these entities, New Age Branding or Limited Fashions?

A. Not a sole owner, an owner.

Q. Please explain what you mean by that.

A. Oh, I'm sorry. So, in regard to Limited Fashions, I believe I was an owner. For New Age Branding, I am not certain.

Q. How about your brother, was he also an owner in Limited Fashions?

A. I believe so, yes.

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Charles Azrak

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Q. So three of you in Limited Fashions and perhaps just your father and brother in New Age, but you are not certain.

Is that your testimony?

A. I'm not certain of the corporate structure.

Q. I believe it was also your testimony that at some point in time, Alex Zhao had asked Ringer Jeans to use other companies as part of, to issue POs related to, let's call it, this order that was made and the garments that are at issue in this lawsuit?

A. He had asked myself and Mr. James Zeitouni, who was the owner at that time, if we had other entities, that we had so he can try to gain or I guess access his necessary credit insurance that he needed which is why you see New Age Branding, Limited Fashions and I believe even Easy Apparel which is Mr. Gabe Zeitouni's company.

Q. That occurred in or about late 2018?

A. Around that timeframe would make

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Charles Azrak

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sense.

Q. I believe it was also your testimony last Friday that you, as an individual perhaps along with your wife, did not purchase Ringer Jeans until in or about March or April of 2019 although there may have been a backdating until January of 2019; is that correct?

A. That's correct.

MR. NASH: Objection.

I think his testimony was it was effective as of the first of the year.

MR. FILARDO: That's fine.

I'll take the correction on that and the answer to that correction as well.

Q. Can you explain to me if you were not an owner in Ringer Jeans in 2018, why would two companies that were owned by members of your family, including you with respect to at least one of them, was used as part of this deal for Ringer Jeans?

A. Firstly, the purchase orders that

Charles Azrak

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are in question were originally issued by Ringer Jeans to Fashion Leaf from our accounting system, from our typical inventory system as we do with anybody.

If I recall properly, we were later asked by Mr. Zhao to resend those purchase orders in an Excel format which we did. Our understanding was that it was simply some internal issue for Mr. Zhao in order to gain credit insurance, but the complete and full understanding of all parties involved was that the goods were contracted by Ringer Jeans to be delivered to Ringer Jeans as they were invoiced to Ringer Jeans and paid by Ringer Jeans.

Q. Thank you for that reply, but it doesn't answer my question.

A. I'm sorry.

Q. My question is, this all occurs in 2018 before you purchase Ringer Jeans, but yet two entities owned by your father and brother, and at least one of which is owned by you, are used and part of this transaction.

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Charles Azrak

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Why was that?

A. Because I was a high-ranking member of the company and we were asked -- actually Mr. Zeitouni also asked me and we didn't see any downside or wrongdoing. Mr. Zhao explained it was just for his credit insurance purposes. I honestly did not see any issue with it at the time.

Q. Did you or your brother or your father get any compensation for doing this?

A. No.

Q. Is it your testimony that you did this as a favor for Mr. Zeitouni?

MR. NASH: Objection.

BY MR. FILARDO:

Q. You can answer the question.

A. I feel like it's more a favor for Mr. Zhao.

Q. What did you get in return for doing this? What did you, your brother, your father get in return for this --

MR. NASH: Objection.

Asked and answered.

But you can say again.

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Charles Azrak

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A. Nothing.

BY MR. FILARDO:

Q. Absolutely nothing?

A. Nothing.

Q. Did you ask for anything in return for this assistance?

A. No. We did not think we were really providing anything.

Q. Next exhibit. Let's see if I can get the next exhibit to come up.

Let's take a look at what is Exhibit 2 here. It's called a Supplemental Responses to Defendant, of Intervening Defendants to Anhui Garments Import & Export Companies First Set of Interrogatories.

Do you recognize this document?

A. Yes.

Q. If you look at the first line, it says, (As Read) "Charles Azrak declares the following under penalty of perjury."

Do you see that?

A. Yes.

Q. And if you look at the last page, there's an electronic signature.

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Charles Azrak

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Is that your electronic signature?

A. Yes.

Q. Let's go back up to Rog 1.

These are your responses; is that correct?

A. Yes, sir.

Q. Do you recall providing these responses to your counsel?

A. A long time ago, yes.

Q. If you look at the response to Rog 1, it's an interrogatory that asks for the legal and factual basis for the intervenor defendants, affirmative defenses and their answer to these complaint and intervention.

In your response you state, (As Read), "We have since identified certain documents mentioning Anhui including bills of lading indicating that Anhui supplied certain goods."

Do you see that?

A. Yes.

Q. Are these the documents that were in Ringer's possession before Fashion Leaf initially filed this lawsuit?

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Charles Azrak

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A. Yes.

Q. Let's go to Exhibit 3. This is Exhibit 3. It's an e-mail with attachments.

The subject is 212 CTNS shipment from Fashion to prompt PO -- and then there's a number an ETA, et cetera.

Do you recognize this e-mail?

A. Not this specific one, but I understand what it is. And I see that I was on it, yes.

Q. It's an e-mail that is dated December 17, 2018, correct?

A. Correct.

Q. Did your company or did Ringer Jeans receive this e-mail from Fashion Leaf when the goods were shipped?

A. It appears so, yes.

Q. Let's take a look at the attachment that's -- there's four attachments here, but let's look at the attachment that's titled HBLSHFY. It's the only one that's a PDF. And this will be Exhibit 4, by the way. I think I had it in the folder as Exhibit 4.

Do you recognize this document?

1 Charles Azrak 233

2 A. Again, not this specific, but this
3 is a Bill of Lading.

4 Q. The top left identifies a shipper;
5 is that correct?

6 A. Correct.

7 Q. And in that box is Anhui Garments?

8 A. Correct.

9 Q. It also says principal or seller in
10 that box, correct? If you look at shipper
11 and then in parenthesis after, it says,
12 principal or seller?

13 A. Yes, sorry. It's a little blurry,
14 but yes, I see it.

15 Q. That identifies Anhui Garments in
16 that box, correct?

17 A. Correct.

18 Q. If you look down a couple of boxes
19 below, you see a box that identifies Fashion
20 Leaf as a consignee or notified party,
21 intermediary consignee.

22 Do you see that?

23 A. Yes.

24 Q. Do you see the consignee box?

25 What does that mean?

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Charles Azrak 234

MR. NASH: Do you want him
to read it or to explain what a
consignee is as a matter of law? I
don't understand the question.

Q. Consignee box, what does it mean
when there's a name in the consignee box?

MR. NASH: Objection.

Q. You can answer the question.
If you don't understand it, let me
know and I'll try to explain my point?

A. No, no. I do so. A consignee when
working on a landed duty paid or actually for
that matter, with any terms, who has, I don't
want to say title, but it's who is allowed to
have possession of the merchandise once it's
released from customs.

Q. So this document identifies Anhui
as a seller, identifies Fashion Leaf as an
intermediate consignee and then it also
identifies New Age Branding LLC as well.

What is New Age Branding identified
as?

A. Consignee.

Q. This Bill of Lading is basically,

1 *Charles Azrak* 235

2 with respect to the goods that are identified
3 here, it shows that Anhui sold those through
4 Fashion Leaf ultimately to New Age Branding;
5 is that correct?

6 MR. NASH: Objection.

7 It's a Bill of Lading.

8 That's all it is.

9 BY MR. FILARDO:

10 Q. You can answer the question.

11 A. It's a Bill of Lading.

12 So based on this, it's my
13 understanding he's 100 percent correct, which
14 I believe it is. Anhui would be the shipper,
15 the notified party of when the goods arrive
16 goes to Fashion Leaf, Fashion Leaf is then
17 the consignee with the ultimate delivery and
18 possession of the goods to be passed to
19 New Age Branding.

20 Q. Is this an example of one of the
21 documents that you identified in your answers
22 of that interrogatory that it identified
23 Anhui supplied certain goods in this action?

24 Is this one of the documents that
25 you were referring to in that interrogatory

Charles Azrak

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response?

A. It would be, yes.

Q. In response to this interrogatory, which basically is asking for the basis for intervenor defendants' assertion that Anhui breached certain expressed or implied warranties.

You say, (As Read) "Assuming Anhui supplied goods to defendants, each time goods were supplied by Anhui there was an expressed and implied warranty that the goods were properly manufactured according to specifications."

Do you see that?

A. Yeah, I see that.

Q. Can you point to any documents or other evidence that demonstrate an express warranty provided by Anhui to any of the intervening defendants or even to Ringer Jeans?

A. I'm sorry. I'm not sure I understand the question.

Q. An expressed warranty is typically a written agreement providing for a warranty.

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Do you understand that?

A. Like such a, like a purchase order?
Is that what that's considered.

Q. No.

Expressed warranty is actually a
statement of warranty. So it makes something
like that may be included in another document
or it may exist in a separate document
altogether.

What I'm asking you is if you are
aware of any evidence, because none has been
produced in this action, but if you're aware
as you're sitting here today of any evidence
that shows an expressive warranty provided by
Anhui to any of the defendants here, whether
they're intervener defendants, New Age
Branding, Limited Fashions or whether it's
Ringers Jeans? Are you aware of any?

MR. NASH: Objection to the
thing.

Let me state my objection.

You're assuming that only an
expressed warranty can be in
writing. There's testimony that

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warranties and specifications were known and made to Zhao. Zhao was the contact person for these shipments.

At the time in question, nobody even knew of Anhui so you're asking him an improper question.

MR. FILARDO: A simple objection is fine.

If I need the basis for your objection, I'll ask you for it. That mischaracterized my question --

MR. NASH: My objection is there's no foundation here.

You're asking him, assuming they made the goods or --

MR. FILARDO: I didn't say any such thing.

BY MR. FILARDO:

Q. All I said is as you're sitting here today, can you identify any evidence of an expressed warranty given by Anhui to any of the defendants? It's a simple question?

A. I don't believe Anhui had any

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direct communication with any of the
defendants.

So my answer on that basis would
have to be no.

Q. Are you aware of any evidence of an
implied warranty being given by Anhui to any
of the defendants?

MR. NASH: Objection.

Calls for a legal
conclusion.

BY MR. FILARDO:

Q. You can answer the question.

I'm asking for factual evidence.

A. Sure. I don't know if this answers
the question.

Under my understanding of the
question, my answer would be yes for the
reason that we were made to believe that
Anhui was, in fact, a sister company owned
also by the ownership of Fashion Leaf.

Q. So your testimony is that the
evidence that you have with respect to
implied warranty is your belief that Anhui
was a sister company of Fashion Leaf; is that

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correct?

A. Yes. We were told that Anhui was also Mr. Zhao's company. Yes.

Q. Anything else? Any other evidence other than that?

A. No.

Q. What specifications with respect to these goods, if any, did the defendant, any of the defendants, provide to Anhui regarding the standard of quality of garments?

A. All of our purchase orders, firstly, state that they all need a top of production approval which most did not have prior to shipping that came through Fashion Leaf or any other subcontractor affiliate.

Secondly, all required a quality control sign off and approval from our office, which as I mentioned previously were kicked off premises whenever they were trying to conduct such quality control.

Q. So those are the specifications with respect to the quality of garments that are relevant here in this action?

A. Aside from anything that's

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industry-standard and common sense such as holes in fabric or fabric defects or lopsided stitching, which is, like I said, an industry-standard, common sense rule of making a garment.

Q. I'm not referring to the alleged defects.

I'm referring to a document or a statement that was provided to Anhui that details the specifications related to quality control for the garments that were to be produced.

A. Other than what is in our purchase order and our comments during the sampling stage.

Q. Were those provided directly to Anhui?

A. No, sir.

Q. Do you know if Fashion Leaf provided Anhui with any specifications that it might have received from Ringer Jeans?

A. Honestly, there is no way for me to know.

Q. How about TJX, did TJX require a

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specific quality standard from Ringer Jeans?

A. Aside for that bulk production is representative of samples that they've seen previously without a glaring industry stranded defect.

Q. When you say "industry standard" what do you mean by that?

A. I mean common sense. A hole, or if all the sizes fit the same and there is no proper grading from one size to another, if the color is off, if the color has shading issues. It's not a private label program that requires their sign off and their guidelines for every single item that we do, it just has to be representative of what they had seen and industry-standard quality, like I said, not having a significant issue.

Q. So there was no technical specification that was provided to Ringer Jeans that said prepare these garments pursuant to this specification? There wasn't any such document, is that what you're telling me?

A. The only document that can be

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construed that way would be our approval and/or comments of pre-production samples provided previously by the supplier.

Q. So, everything was based upon a pre-production sample that gets approved? Everything else is supposed to look like it is what your testifying; is that correct?

A. Correct.

Q. Does everyone in the industry require the same standard of quality? Every store that you going to sell to, do they require the same standard of quality?

A. I wouldn't say every store needs the same form of quality. The same store can require different levels of quality from their suppliers, from the wholesalers regarding the price point that they are actually paying for it. More expensive items require a greater level of quality.

But I can say that most retailers, if not all, agree on certain things that are not up to quality. I think it goes to the negative rather than the positive.

Q. You testified over the past few

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sessions that Ringer Jeans was able to sell, and we're going to go through this in some detail, but was able to sell some of the garments to other buyers, Ross stores for example.

Those are the same garments that TJX would not expect this; isn't that correct?

A. That's correct.

Q. So Ross had a different standard for what it was going to purchase than what TJX already purchased; is that correct?

A. Can I answer that question with a little bit of --

MR. NASH: Yes, you can answer it any way you need to answer it.

MR. FILARDO: Absolutely.

A. Ross Stores was willing to accept that at the price that we offered it, which was I believe approximately to them, and again I'm working blindly, about one-third of the price that TJX paid for it. At that price, yes, they were willing to take it.

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BY MR. FILARDO:

Q. Let's go to Exhibit 5.

What we're going to turn to now, Mr. Azrak, is what happened to the garments after they were returned by TJX to Ringer Jeans.

Those garments were kept in a warehouse in California; is that correct?

A. Yes, that's correct.

Q. Do you recall that following this litigation, counsel to Anhui conducted an inspection of that warehouse premises and the garments that were kept on that premises?

A. I do.

Q. This is Exhibit 5, is entitled the Statement Regarding Inspection of Goods.

Do you see that?

A. Yes.

Q. Did you write the statement yourself?

A. I wrote this with counsel.

Q. With counsel, is that what you said?

A. Yes, sir.

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Q. Do you stand by everything that you said in the statement as being correct?

A. Yes.

Q. In the last paragraph you indicate that some of the garments were returned or refused by TJX were ultimately sold by Ringer, correct?

A. Correct.

Q. Above in, I think it's the third paragraph you state that there are approximately 50,000 units in storage?

A. Remaining, correct.

Q. Before Ringer sold any of the garments that were returned by TJX, how many units were in the warehouse that were returned by TJX?

A. Actually, just doing math, would be the units that are remaining now in addition to the units that we showed as part of the liquidation in the previous spreadsheet. I don't recall it offhand, but I would assume adding those together would bring you to the figure.

Q. That's what I'm going to try to

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figure out in a moment. We take a look at the spreadsheet that you prepared. I thought you might know this generally.

Did T.J. Maxx end up paying anything to Ringer Jeans for the garments that were refused or returned?

A. Units returned, no. It was a full return. All the orders that were canceled, obviously, no.

For the merchandise that they did not return, they took a deduction against it and paid the balance. They took a deduction of, I believe five to \$600,000.

Q. Let's go to Exhibit 6 which is the liquidation analysis with detail.

Do you recognize this document? I think we've been through it a couple times. There's three different tabs, so three different pages to it. I'm going to stay on this first tab that's on the screen right now for a little bit.

If you look at 145, in Column F, it says "last invoice date."

What does that mean?

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A. I believe that would be the last --
I believe that would be the invoice date to
the customer, I believe.

Q. Is that not the last date that the
inventory was in the warehouse because this
is a liquidation analysis?

A. I'm sorry.

What do you mean "the last day was
in the warehouse"? I'm sorry.

Q. The date that it was sold, in
essence.

A. Either the last day it was in the
warehouse or when the inventory was corrected
and units were removed from it.

Q. That's kind of the same thing,
right?

A. In theory, in theory, yes.

Q. Let me ask this question then it
maybe makes it a little bit clearer for you.

If you look at column -- Row 145
and you look at Column F, it says August 19,
2019, correct?

A. Yes, sir.

Q. And that was after the litigation

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started, right?

A. Yes, sir.

Q. Let's take a look at Row 21 of the same column.

If we look at that one, it says the last invoice there is September 13, 2021, correct?

A. Yes, sir.

Q. Column G on -- it says QTY, I think it means --

A. It's quantity.

Q. It's quantity, right?

A. Yes, sir.

Q. That's what I wanted to make sure that it was quantity.

And that's meaning the number of units or liquidated?

A. Yes, sir.

Q. If we look from Row 21 to 76 on column G and it looks like, if you look at 76, it says Burlington total there, right, on column G.

It's about 59,030 units, correct?

A. Correct.

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Q. So September 13th was one day before Anhui conducted its inspection of the warehouse, correct?

A. I guess so, okay.

Q. Is it true that if Anhui had been there the day before, on September 13th, that it would've been able to inspect these 50,000+ documents; is that true?

A. No, not necessarily in this case.

Q. Why not?

A. Because the warehouse at this time was moving from one location to the other.

So what we did was the orders that we had prior, say a month in advance, they would have us issue pick-ins to pick out all that merchandise to leave behind and basically call in for the customers to pick them up and transfer all the remaining inventory to the new location.

Q. I'm just looking right now at this Burlington sale --

A. Exactly, exactly.

Q. Every date in Column F is 09/13/2021?

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A. Correct.

Q. If that's the date that they were sold or moved out of the warehouse, why wouldn't we have been able to see them before they were moved out?

A. Because these would have been on allocation from weeks prior.

Q. Where would they be?

A. In this case, they were allocated at the original facility and then everything was moved --

Q. Where is the original facility?

A. Sorry.

Q. Where is the original facility?

A. I'm trying to remember. It's the same warehouse ownership, I believe the original location was in Chino, California and they moved to Ontario. I don't recall. They moved multiple times in the last few years.

Q. I do remember we went to Ontario.

A. So that was probably the newer facility. I believe the older one was in Ontario, I'm sorry, in China, I'm trying to

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remember.

Q. So that all happened within a span of a day or two, that these things were sold and the warehouse moved?

A. No, it was prepared weeks in advance.

Q. But this Column F indicates that it did not leave the warehouse until 9/13?

A. That the customer did not actually pick it up, yes, that's correct.

Q. So it was still there at the warehouse on 09/13?

MR. NASH: Objection.

Which warehouse? He said one's in Chino, one's in Ontario.

BY MR. FILARDO:

Q. Mr. Azrak, which warehouse were they when they were picked up?

A. My understanding, the way I remember it, was the original facility. Everything else weeks prior was moved to the new facility except if they were on allocation status.

Q. If we had been made aware of this

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existence of this warehouse in Chino and had shown up the day before, we could've seen these garments at the warehouse in Chino and inspected them before they were shipped out?

A. Yes. I mean, physically, yes.

Q. Let's look at Row 114 on the same sheet. And this is a Ross column.

If we look at F, that date there is September 27th.

Do you see that?

A. Yes.

Q. This is about two weeks after the warehouse inspection was conducted, correct?

A. Right.

You said it was on the 14th, correct?

Q. Yes.

A. Yes, yes.

Q. In your statement that we looked at before of September 15th, you said there were 50,000 units still in the warehouse; isn't that correct?

A. Correct.

Q. It looks like on this particular

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2 date, which is September 27th, Ringer Jeans
3 sold nearly 32,000 units to Ross Stores.

4 You can see that in row 144,
5 31,000, I think it's 8 and change, so nearly
6 32,000 units; is that correct?

7 A. Not the verbiage side. We did not
8 sell it on that date, it shipped out on that
9 date.

10 Q. Shipped out on that date.

11 Does that mean that if you had
12 50,000 at the time we were doing the
13 inspection, approximately, and you sold or
14 shipped out 32,000 a few weeks later, that
15 that's about 18,000 garments left in the
16 warehouse?

17 A. No, no.

18 Q. Why not?

19 A. Because when something is allocated
20 at the warehouse level it is picked, it is
21 shrink wrapped, it is moved, it goes on the
22 loading dock and it awaits the truck.

23 For a customer like Ross, there's
24 typically a three-week shipping window,
25 typically.

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Every customer is a little bit different, but since we are discussing Ross, so those goods would be out of the warehouse as inventory. Once it gets allocated and shrink wrapped and moved, it's out of the inventory.

Q. Maybe we're just kind of talking sideways a little bit here.

Your statement which you issued while we were doing the inspection was that there was about 50,000 units left in the warehouse, right?

A. Correct.

Q. A few weeks later you have these 32,000 units ready to go to Ross, they're going to leave the warehouse, if it's shrink wrapped and done, whatever. That's two weeks later they're leaving the warehouse.

After they leave the warehouse, is what I'm asking you, after these things leave the warehouse on the 27th, there's how many -- if you took 50,000 and subtracted this, it would seem to be that there would be 18,000 garments left in the warehouse that weren't

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shipped out?

A. No, and it's not that your math is wrong obviously, it's just the verbiage of the business. Anything on pick status -- so these 32,000 were already removed from the inventory. Even until this moment, I still have that 50,000.

Q. That, I don't understand.

Why is there, what's the -- so the 50,000 was distinct from this 32,000 or anything else that you shipped that you liquidated here in this document?

A. Yes, actually. I believe that actually is the case. I'm just trying to look at the dates here, except for maybe the 120s, yes. Yes.

Q. So is it your testimony today that there's 50,000 garments still in that warehouse?

A. Not exactly 50,000, but 50-some-odd-thousand, yes.

Q. Roughly 50-some-odd-thousand?

A. Yes.

And it's no longer, just to be

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clear, they moved again actually to a new location. It's the same ownership, but again they moved physically again.

Q. Let's go to Page 3 which is the third tab on the bottom of the same document.

I think we've had some testimony about this, but I just want to clear up a few things.

This is part of the liquidation analysis; is that correct?

A. Yes, sir.

Q. If you look at the column D, TTL sale, can you again tell me what TTL sale means in your own words?

A. Yes. That's the total sales value that was sold to those customers for these items.

Q. Liquidation value for the items?

A. Yes, sir.

Q. If you look at the grand total there, it's 1.2 million -- 1,269,838.50; is that correct?

A. Correct.

Q. So that's the amount you have

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gotten from liquidating the items identified
in the spreadsheet; is that correct?

A. Yes, sir.

Q. And the total number of items that
were liquidated, is that found in column B,
grand total, 179,046 units?

A. Yes, sir.

Q. Is that to this date or have you
sold any after the date that this document
was produced or created?

A. I don't believe so.

Q. So there's been no further
liquidation since this document was created?

A. Again, I don't want to state
certainly to the affirmative, but I don't
believe so.

Q. If you wanted to figure out whether
that was the case, how would you do it?

A. I would just run the inventory and
get the full balance by style and color.

MR. FILARDO: Kevin, why
don't we do that and get this up to
date so we know exactly how many
are left --

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2 MR. NASH: What are you
3 asking for?

4 MR. FILARDO: This document
5 up to date.

6 MR. NASH: In terms of what?

7 MR. FILARDO: Everything.

8 MR. NASH: How is it not
9 up-to-date?

10 MR. FILARDO: The testimony
11 was just that he is not sure
12 whether or not there were further
13 sales since this was prepared, but
14 all he needs to do is run it again.

15 MR. NASH: The testimony has
16 been very consistent, about 50,000
17 units.

18 So you want to see between
19 when this liquidation whether there
20 was any additional sales to any of
21 the store or any other stores?

22 MR. FILARDO: Correct.

23 The same information, but
24 just refreshed to date.

25 -oOo-

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BY MR. FILARDO:

Q. Out of this 1 million, \$1,269 million, did Ringer pay any portion of that amount to Fashion Leaf?

A. No.

Q. I already know the answer to this, but I'll ask you, did Ringer pay any portion of that amount to Anhui?

A. No.

Q. Did Ringer pay any other party a portion of the amount you sold the garments for?

A. No.

Q. Just so I understand this, Ringer took possession of garments that Fashion Leaf delivered to it, those garments are manufactured by a number of parties, a number of other --

MR. NASH: Are you
testifying? Is there a question
here, Vince?

MR. FILARDO: It's coming.
Give me some time.

MR. NASH: That's not how it

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works.

You got to ask a single question. If you're testifying, you can testify.

MR. FILARDO: Kevin, it's my deposition. I'll ask the question --

MR. NASH: But you got to ask the proper question.

MR. FILARDO: Yes, yes, just wait. When I'm done, you can object.

MR. NASH: Okay.

BY MR. FILARDO:

Q. So let me start over. I just want to understand your testimony and then the question will be there right at the end. I just want to make sure I've got it right.

Ringer took possession of these garments that were delivered to it by Fashion Leaf. Those garments were manufactured by a number of different parties, including Anhui?

And Ringer did not pay any of those parties; is that correct?

MR. NASH: Objection.

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Can we break the question
down into its components?

BY MR. FILARDO:

Q. You can answer. If you can't
answer, let me know that you can't answer.

But you're the one testifying, not
your counsel.

A. I guess the question is, just to
make sure I understand, saying it was
liquidated for \$1.2 million, right, these
goods here and none of that \$1.2 million was
forwarded to the suppliers?

Q. Yes, that's the question.

A. No, it was not, does not account
for the damages we had. But no, it was not.

Q. Where is the money that you
collected after liquidating this inventory
being kept?

A. It goes to my factor.

Q. Did it all go to the factor?

A. Yes, on what was paid.

Q. On what was paid?

A. Yes.

Q. So the 1.26 and change was paid all

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to the factor?

A. Yes, except for the Pegasus Trucking amount of 223,000, as well as Stage Stores for the 80,000 and Gordmans who's the same company, they all filed Chapter 11. And Stage Stores I believe the entirety was not paid. Gordmans I believe was collected, and Pegasus Trucking I believe 150,000 of it was left unpaid.

Q. This document does not actually reflect collected amounts?

A. That is correct.

Q. Of those items that you just testified about, are those the only uncollected amounts reflected in this document?

A. I believe so, yes, aside from small typical deductions in our industry.

Q. Like what?

A. Any time someone pays a bill they will deduct a certain, they will deduct 1 percent, we did not get this in the carton, or some customers take a certain percentage for their warehouse fee upon receiving it.

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But those are all minor and standard.

Q. Had those other monies been collected, would they have gone to the factor as well?

A. Yes, sir.

Q. Let's go back to the Rog responses which is Exhibit 2. Rog 6 on mitigation efforts.

If you look at your response there, you say that we mitigated our damages by retaining the damaged goods so we can liquidate them for more than Fashion Leaf was offering as a credit.

And you say later on "Moreover, we have been unable to effectuate substantial sales because our factor has placed a lien on the inventory?

Do you see that?

A. Yes.

Q. You do not consider the 1.27 million you liquidated to be substantial sales?

A. No. It doesn't even cover the deductions that I got from T.J. Maxx.

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2 Q. It's not a substantial sale, \$1.27
3 million?

4 MR. NASH: Objection.

5 Asked and answered.

6 Q. You can answer the question.

7 A. Relatively, no.

8 Q. You say you were shut out of the
9 market, but isn't Ross Stores part of the
10 market?

11 A. Yes.

12 Q. So you were not shut out of the
13 market then, Ross Stores bought --

14 MR. NASH: Objection.

15 Q. Is that correct? The garments?

16 A. They bought an \$18 item for \$6.
17 That's not a business.

18 Q. They're part of the market, right?

19 MR. NASH: Objection.

20 Asked and answered.

21 Q. You can answer?

22 A. They were retailers, so yes.

23 MR. NASH: The market is \$18
24 a unit --

25 MR. FILARDO: Kevin, you're

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not testifying today.

MR. NASH: You're not asking a precise question. So when you ask a precise question --

MR. FILARDO: You can object.

I'm not interested in arguing with you. I'd like to get through this. It's already 4 o'clock. I don't you want to go 6:00.

BY MR. FILARDO:

Q. How does the lien that your factor placed on the goods impact your ability to sell them?

A. Because the way the factoring relationship works is they extend you a certain amount of lending against owned inventory that they have a lien on. So that was already part of our borrowing base. The liquidation price, in many cases, would not cover that same amount. It would leave us insolvent or further insolvent.

Q. Just to go back one step, can you

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tell me when this money was paid to the factor?

A. I do not know.

Typically, it would be between 60 and 90 days after the shipment date.

Q. Do you have records of that, of it being paid to the factor, give the timing of it?

MR. NASH: When you say "pay," are you asking the client, the customer pay directly or what are you asking, Vince? Most factors collect direct. So what are you asking him?

MR. FILARDO: Mr. Azrak's testimony was that the money from the liquidation was paid to the factor. So that's what I'm asking.

BY MR. FILARDO:

Q. When was it paid?

A. It can be gathered.

MR. FILARDO: Can you gather that information? I would like to know. We had a contradictory

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Charles Azrak

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testimony here or answers from your
factor on this.

A. Sure.

BY MR. FILARDO:

Q. I'd like to know when it was paid
and it's best to have it from documents,
quite frankly.

A. Sure.

Q. Let's go back to the lien.

If there was not a lien on the
goods, could you have sold the garments
quicker?

A. No.

The reason for the lien and the
loan and thus the selling price that we would
have generated, we were losing availability
with every sale that we made. And because of
the initial deductions, we were already
upside down without a factor.

Q. So without the lien could you have
sold these garments for a higher price?

A. No. The lien does not affect the
value of the goods to another purchaser. It
makes it basically unreasonable and not

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productive for us to sell it because of that lien and the loan extended against it.

Q. When you liquidated these goods, did you get authority from the factor that allowed you to make these sales?

A. We do not require authority to sell it. We just can't remove their merchandise without their approval.

Q. So once you sold it, you had to seek their approval to ship the goods to the purchasers?

A. We have to apply for credit insurance and see that is an improved customers for them before we ship it.

Q. Did the factor approve all of these sales, all these liquidations that were referenced in the last exhibit?

A. The approved the customer on it, yes. But in terms of, they do not ask, for instance, what merchandise you're specifically selling them. They do not get involved in that level.

Q. What do they ask for?

A. How much do you plan to ship to

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this customer because if it is not an insurable customer for them, they won't include it as part of their borrowing base that they're extending to you.

Q. All of the customer that were referenced on the liquidation exhibit, analysis exhibit, all of those were approved by the factor?

A. National Stores which is listed under Pegasus Trucking actually was not. I shipped them at my own risk.

Q. So you shipped them even though they were subject to the factor's lien?

A. Yes.

Q. Is this the same process you would be taking if you had continued to sell the garments that are stored in the warehouse? So this is going back to what we need further information on is whether or not you have sold more garments after the date, the preparation of this exhibit?

This is the same process you would be undergoing if you needed to sell more garments or you wanted to sell more garments?

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Charles Azrak

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A. Yes. It's the typical selling process, yes.

Q. Exhibit 7, Rog 21. If we look at Rog 21, in your response you say, (As Read), "However, since the factor has a lien on all inventory, all goods are identified to the factor upon receipt and the factor's approval is required prior to shipment of the goods to the customers so that the factor can keep track of the inventory"?

A. Correct.

Q. Is this what you were trying to testify to previously?

A. That's correct. We assigned our inventory by item to them at the end of each month with a total value and all of our receivables are pledged to them as well.

Q. So this interrogatory had to do with your allegations of 50,000 units of allegedly defective garments?

Before this lawsuit began, did you ever, meaning Ringer Jeans or any of the defendants, ever provide notice to Anhui that any garments it manufactured were defected?

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MR. NASH: Objection.

There is no foundation that
they knew about Anhui at the time.

BY MR. FILARDO:

Q. You can answer the question.

MR. FILARDO: I'll show that
they know about them in a little
while.

MR. NASH: Please do.

BY MR. FILARDO:

Q. You can answer the question.

A. We were made to believe that Anhui
and Fashion Leaf were one in the same. So I
did not even know who to contact from Anhui.

Q. So you did not give any notice to
Anhui, is that your testimony?

A. Yeah.

No, I do not believe we did. I
don't remember communicating from Anhui at all.

Q. Did you ever provide any notice to
Fashion Leaf that any garment manufactured by
Anhui was defective?

A. We did not know the difference of
what was made by whom.

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Q. So that's a no in response to that question, correct?

A. Specifically, no.

Q. Did Ringer Jeans do any quality inspection of the garments after receiving them and before providing them to TJX?

A. No.

Q. Did Ringer Jeans or any of the defendants even look at the garments after they were received at the warehouse and before they were shipped to TJX?

A. Typically, no.

Q. In this particular case, is it also a no?

A. I would believe no.

Q. Before providing the garments to TJX, did Ringer ever attempt to reject or return any of them to Fashion Leaf or any of the other manufacturers as being defective of substandard?

MR. NASH: Objection.

No foundation.

BY MR. FILARDO:

Q. You can answer.

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A. We did not know that there was substandard at the time until TJX complained.

Q. So the answer is no to that question?

A. No.

MR. NASH: Objection.

That's his answer.

BY MR. FILARDO:

Q. Can you repeat your answer?

A. I'm sorry?

Q. The question is before providing the garments to TJX, did you ever attempt to return or reject any of the garments to Fashion Leaf or any of the other manufacturers because they were defective of substandard?

MR. NASH: Objection.

You can answer as best as you understand it.

A. We were unaware of the issue at the time, so no.

BY MR. FILARDO:

Q. Do you recognize this document?

A. This looks like it's an accounts

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payable from our system.

Q. There is no date on this document anywhere. I don't see one.

Do you see it?

A. It's the way the system is and I know it's awful. It gives you an aging, but it doesn't give you a specific date unless you drill down into the system itself. A little strange.

Q. But on the face of this document, we can't tell what time period any of this data is reflecting from; is that correct?

A. Other than it's more than 90 days later than it was generated, no.

Q. Let's just go through the columns real quick so I understand what this means. Vendor, that means, does that mean the seller?

A. Correct.

Q. Invoice number/CM number is that literally the invoice of the seller, the seller's invoice number?

A. I think I mentioned it last time. When we receive goods into

1 Charles Azrak 276

2 inventory, we categorize them by the carton
3 counts which you can then cross reference
4 with the supplier's invoice number. So that
5 is how we typically do it.

6 To be totally honest, these were
7 all done prior, you know, with the prior
8 ownership, so I do not know if the numbers
9 after the cartons that you see there are the
10 invoice numbers or not.

11 Q. Certainly, the column heading says
12 invoice event/CM number, right?

13 A. Correct.

14 Q. It looks like some of the other
15 columns that go from C, D, F -- C, D, E and F
16 are basically 0 to 30, 31 to 60 and 61 to 90
17 and over 90, those are days I would assume,
18 correct?

19 A. Correct.

20 Q. So an attempt to age the invoices,
21 would that be fair to say?

22 A. Correct.

23 Q. Most of these entries are over 90
24 days; is that correct?

25 A. To Anhui they all are.

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Q. I'm talking generally, not even pointing to Anhui yet.

A. Oh, okay, yes.

Q. So the amount due, is that the amount of the invoice that is booked, that's indicated?

A. Yes, the remaining balance.

Q. Just generally speaking, this document it shows that Ringer Jeans when it receives an invoice from a particular vendor and enters it its system and then it somehow calculates the time of not only what's due on the invoice but when it's due and even it's past due? Is that what the object of this document is?

MR. NASH: Objection.

Do you understand the question?

A. Yes, it ages the invoice.

BY MR. FILARDO:

Q. I apologize for the imperfect question, but really I think what I'm going to is when Ringer Jeans gets an invoice from a vendor, it books it into its system and

1 *Charles Azrak* 278

2 this document is basically a report of the
3 booking of those invoices?

4 A. Yes.

5 Q. Again, there's no dates here so we
6 can't tell when these things were entered; is
7 that correct?

8 A. On this report, no.

9 Q. Obviously, Anhui is listed here
10 amongst some other entities, but Aloha
11 Holding Corporations, do you know who they
12 are?

13 A. Yes.

14 Q. Who are they?

15 A. Aloha Holdings is a China-based
16 agent who lives in Philadelphia.

17 Q. Do they manufacture any of the
18 garments at issue in this lawsuit?

19 A. That's a good question, I don't
20 know. The merchandise here is for something
21 else. I know the owner personally and he
22 claims that he was hurt by the owner of
23 Fashion Leaf. I'm unclear if he made any of
24 the items associated with this specific
25 lawsuit though.

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Q. The reason I'm asking, obviously, names could be in alphabetical order and maybe that's the case here. You got a couple of As, including Anhui and then you go to Beijing, right. And then you're down to another Chinese name that begins with a C and D.

So I'm wondering if the reason this particular report was generated was because, Fashion Leaf is also included here, is because these were the vendors that provided garments to Ringer Jeans in relation to this lawsuit?

MR. NASH: Objection.

A. No.

Q. How were these particular vendors selected when you prepared this?

A. This is the full accounts payable of all monies owed to any vendor for any reason.

Q. That's helpful.

So many of these vendors might not even be involved in this set of facts here?

A. Many of these vendors aren't

1 Charles Azrak 280

2 manufacturers. There's truckers in here.
3 There's attorneys in here. This is the
4 entire accounts payable.

5 Q. Thank you. That answered the
6 question. Let's go to Exhibits 9 and 10.
7 We'll start with 9. This is an e-mail dated
8 January 16, 2019.

9 Do you know who Eko Wang is?

10 A. Yes. She was an employee of Ringer
11 Jeans.

12 Q. Zoey Wang, who is she?

13 A. Zoey Wang was our merchandiser, our
14 point person at Fashion Leaf.

15 Q. Alex Zhao?

16 A. Yes, sir.

17 Q. Obviously, you're here copied,
18 Charles Azrak; is that correct?

19 A. Yes.

20 Q. As well as some other people from
21 Fashion Leaf.

22 Do you recognize this e-mail?

23 A. This specific e-mail, no. But I
24 believe I provided it, so obviously yes, I'm
25 on it.

1 Charles Azrak 281

2 Q. This is about changing POs in or
3 about January 16, 2019.

4 Do you see that?

5 A. Yes.

6 Q. You were asked to change a PO to
7 the vendor to be issued by Anhui Garments to
8 Limited Fashions LLC; is that correct?

9 A. Yes.

10 Q. And Ringer Jeans did that; is that
11 correct?

12 A. I mean, would assume so.

13 Q. If you go back up, see attachment
14 with below instruction to reissue to your
15 factory, Eko?

16 A. From Eko, yes.

17 Q. That's your person?

18 A. Eko is in our employee, yes.

19 Q. So she is confirming then that the
20 PO was changed?

21 A. Yes.

22 Q. That was in January, early January
23 or mid-January of 2019, correct?

24 A. Yes.

25 Q. At least of that date, Ringer Jeans

1 Charles Azrak 282

2 knew who Anhui was; isn't that correct?

3 A. No.

4 Q. Do you know when you told, issued a
5 new name that there's going to be a different
6 entity that you issue the PO too?

7 A. Different entity. We didn't know
8 it was a different supplier.

9 Q. Don't you issue POs to suppliers?

10 A. Yes, but --

11 MR. NASH: Objection.

12 He's testified. Just
13 testify again, Charles, your
14 understanding of the relationship
15 between Anhui and Zhao.

16 A. We were advised that this was also
17 one of Mr. Zhao's companies. We were not
18 aware that it was a different ownership,
19 different company altogether until after the
20 entire issue arose.

21 BY MR. FILARDO:

22 Q. Who advised you of that?

23 A. Mr. Zhao. Actually wait. I'm
24 sorry.

25 Can I reclarify that?

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Q. Absolutely.

A. Mr. Zhao said it to myself and Mr. Zeitouni as well as more so to David Zeitouni who was more or less the CFO of the company and instructed when to make payments to the Anhui account rather through the Fashion Leaf account and vice versa.

Q. Mr. Zhao told you and others that he owned Anhui?

A. Yes. That was one of his companies, yes.

Q. Let's go to Exhibit 10.

It is going to be a similar e-mail and a similar line of questioning. This is an e-mail, this is November 13, 2018, significantly earlier than the last one, at least a few months, at least. It's from Eko Wang again. You're copied on it.

Do you recognize this e-mail?

A. Recognize, no, but I see it.

Q. Do you see where there's POs being changed again?

A. Yes.

Q. Where the updating vendor, Anhui

1 *Charles Azrak* 284

2 Garment issued by Limited Fashions, LLC.

3 Do you see that?

4 A. Yes.

5 Q. If you scroll down a little bit you
6 see the request in this e-mail on
7 November 13th from Zoey to Eko?

8 A. Yes.

9 Q. When you received this request you
10 believed that Anhui was just another one of
11 Alex Zhao's companies.

12 Is that your testimony?

13 A. Yes, which is not uncommon when
14 working with training companies in Asia.

15 Q. Can you explain that?

16 A. Sure.

17 Many trading companies, many
18 agents, however people refer to them, a lot
19 of them have multiple different companies and
20 training companies that they operate through.

21 Q. How long had you worked with Alex
22 Zhao or Ringer Jeans worked with Alex Zhao?

23 A. It would be honestly the first
24 purchase order that we placed with him. It
25 would be the beginning of 2018 offhand I

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believe.

Q. At that time when you first started working with Alex Zhao, did he use any other trading companies other than Fashion Leaf?

A. I honestly couldn't tell you for sure.

Q. Do you recall dealing with Alex Zhao in any company that wasn't called Fashion Leaf?

A. I mean, we worked with the same team and the same people at Fashion Leaf regardless of it was Anhui or not. So the truth is, we never dealt at all with anyone else. I couldn't tell you for certain.

MR. FILARDO: Let's take a break now.

(Whereupon, a brief recess was taken at this time.)

BY MR. FILARDO:

Q. Mike can you pull up Exhibit 1? Can you scroll down to the section where it has topics? Before your deposition, did you review these topics with your counsel, just yes or no? I don't want to know what you

1 Charles Azrak 286

2 said to him or what you discussed? There's
3 many, many, there's I think 31?

4 A. I mean, so yes.

5 Q. You're prepared to testify on these
6 topics today? Keep scrolling, I guess, Mike.

7 A. Yeah, sure, okay.

8 Q. What did you do to prepare to
9 testify on these topics?

10 A. Remembered, looked back on notes on
11 certain things.

12 Q. Search the records of Ringer Jeans?

13 A. You mean the financial records.

14 Q. Every record that would be relevant
15 to these topics?

16 A. I mean, as best I could.

17 Q. Yes or no, did you do it?

18 A. Yes.

19 Q. How about for New Age Branding, did
20 you search their records?

21 A. There are no records to search.

22 Q. Limited Fashions, same answer?

23 A. Yes.

24 Q. Topic number 29, can you identify
25 any -- how long did you spend in preparation

1 *Charles Azrak* 287

2 for your deposition which would include these
3 topics, preparation to testify on these
4 topics?

5 A. I mean, I've reviewed it multiple
6 times in the past. I guess a few hours.

7 Q. So, you spent a few hours searching
8 records to familiarize yourself with
9 information that would help you testify on
10 the subjects of these topics?

11 A. Honestly in regard to Anhui,
12 there's not much records really to review.

13 Q. The records to review are with
14 respect to these topics. Some may refer to
15 Anhui --

16 MR. NASH: Vincent, I would
17 say he's one of the most prepared
18 witnesses I've seen. You know the
19 problem here. He dealt with
20 Fashion Leaf and no Anhui.

21 BY MR. FILARDO:

22 Q. I just want an answer, how many
23 hours, how many days, whatever?

24 A. I mean, most recently a few hours
25 just last week before my last deposition --

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I'm sorry, before we started the depositions.
But I'm living this for a year, so.

Q. I'm asking because when I showed
you this document originally you didn't see
it, you never it before. That's what you
told me --

MR. NASH: That's not what
he said.

He thought that was part of
the lawsuit and he's not a lawyer
so he didn't make a connection
between the complaint which kind of
looks like this and the deposition
notices and the interrogatory
answers. From a language
perspective it looks the same.

Why don't you just ask him
questions?

MR. FILARDO: I have been.
You just interrupted.

MR. NASH: Ask him questions.

BY MR. FILARDO:

Q. Did you read every one of these
topics and prepare to answer every one of

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these topics before showing up for your deposition today?

A. I'm prepared the best I can be.

Q. Did you read every one of these topics and know what they say --

MR. NASH: Objection.
He answered the question.
Next question.

MR. FILARDO: Do not interrupt me again.

MR. NASH: You --

MR. FILARDO: Do not interrupt me again, man.
Don't do it.

BY MR. FILARDO:

Q. Answer the question.

MR. NASH: Don't tell me what to do and what not to do.

MR. FILARDO: I just did.

MR. NASH: If you have anything else, he'd be happy to answer your questions --

BY MR. FILARDO:

Q. Answer the question.

1 Charles Azrak 290

2 Do you need me to repeat the
3 question, Mr. Azrak?

4 A. No.

5 Q. Okay. Then let me have an answer
6 please.

7 A. Yes.

8 Q. You read every one of these topics
9 and you're prepared to answer them before you
10 started your deposition today?

11 A. Yes.

12 Q. That's your testimony under oath?

13 A. Yes.

14 Q. Topic 29, tell me the nonparties in
15 the action who are likely to possess
16 knowledge of the allegations in Anhui's
17 complaints and intervention and/or your
18 allegations with respect to your permanent
19 defenses?

20 A. Okay.

21 So when it says "parties," is that
22 entities or is that individual people.

23 Q. There's instruction that go along
24 with this --

25 MR. NASH: This is nonsense.

1 Charles Azrak 291

2 BY MR. FILARDO:

3 Q. Party, it's an individual or a
4 corporation entity --

5 MR. NASH: This is silly.

6 What is your question?

7 That's a topic.

8 BY MR. FILARDO:

9 Q. Identify any nonparty who is likely
10 to possess knowledge of the allegations in
11 Anhui's complaint and/or in your allegations
12 in your affirmative defenses and
13 counterclaims?

14 MR. NASH: We took three
15 depositions of nonparty, maybe four --

16 MR. FILARDO: Kevin, stop.

17 I asked a question. I'd
18 like an answer.

19 A. You want me to name them?

20 BY MR. FILARDO:

21 Q. Yes, I want you to name them.

22 You just told me you spent a lot of
23 time prepared to answer this --

24 MR. NASH: He's the only one
25 that can pronounce the woman's

1 Charles Azrak 292

2 name.

3 But go ahead.

4 A. Lauren DesLauriers, Arlene Langone,
5 Joseph Vitela, David Zeitouni, Nathan
6 Alderson, Joy Tina, Eko Wang, Alex Zhao who I
7 don't believe is a party technically, Zoey
8 Wang, Walden -- who I don't even know his
9 last name because he never listed it, the
10 employee at Fashion Leaf, Jimmy Schwartz of
11 Merchant Financial, Scott Adler of Merchant
12 Financial, Mi Young Ko, Maurice Catton.

13 Q. You're listing a lot of people, and
14 I appreciate that, but you are also supposed
15 to tell me, identify the knowledge they're
16 likely to possess?

17 MR. NASH: He can do that
18 also.

19 BY MR. FILARDO:

20 Q. Let's do it.

21 A. Okay. So Joseph Vitela who I
22 believe was actually deposed is aware of the
23 quality issue with the customer as well as
24 the deductions taken by the customer and the
25 returns.

1 *Charles Azrak* 293

2 Q. Where does Joseph Vitela work, who
3 does he work for?

4 A. Merchant Financial, my factor.

5 Q. He is aware of all of these issues
6 with respect to the quality of the goods and
7 returns?

8 A. He's aware of the quality issue
9 with the goods, the returns and the
10 deductions, yes. He should be, yes.

11 Jimmy Schwartz is who he reports
12 to, is also aware. Scott Adler is who he
13 reports to who is also aware. Dave Zeitouni,
14 as I mentioned before, was the CFO of the
15 company at the time, so he was very well
16 aware. Morris Catton, I think we spoke about
17 him in the previous deposition. He was a
18 conduit of Alex Zhao. He is well aware of
19 the quality issues and any issues that we've
20 had.

21 Q. Who does Morris Catton work for?

22 A. I believe himself. I believe he is
23 an independent agent, but he was placed with
24 us at this time as kind of a go between by
25 Mr. Zhao.

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Q. Okay.

A. Lauren DesLauriers, I mentioned she was the buyer that we referenced before. Joy Tina is a quality control manager within T.J. Maxx. She was the one that put together that PowerPoint presentation that we previously reviewed showing the defects.

Eko Wang was our imports and data entry manager. We saw her name previously on those last e-mails. Nathan Alderson was the COO. He was who basically managed the relationship with the customer along with me, so he was very well aware. Mi Young Ko was our internal designer and merchandiser who worked day in and day out with the Fashion Leaf team. She was the one who was responsible for commenting and stuff of the like on sampling. She was well aware of the issue.

Q. Is she still with Ringer Jeans?

A. Mi Young Ko is.

Arlene Langone was the general merchandise manager above Lauren DesLauriers. She came to our office and helped us to

1 Charles Azrak 295

2 negotiate the final settlement return and
3 deduction, so she was well aware.

4 Q. Typically, when I mean nonparty, I
5 don't mean employees of the company. I mean
6 unrelated parties to this lawsuit.

7 It could be individuals, they could
8 be corporations, nonparties.

9 Certainly, a few of these that you
10 named are nonparties, but if that helps you
11 to focus your thoughts?

12 MR. NASH: Just because you
13 call them nonparties, I don't
14 necessarily call them nonparties.

15 He gave you a very, very
16 cohesive answer. We've had
17 discovery of the T.J. Maxx people.
18 You have discovery of the factors.

19 Obviously --

20 MR. FILARDO: Those people I
21 obviously know about. I want the
22 ones I don't know about.

23 MR. NASH: This is kind of
24 the last day of discovery. We kind
25 of know everybody we need to know

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about.

BY MR. FILARDO:

Q. Is there anyone else that you can think of, Mr. Azrak, then we'll move on?

A. Bibi Couwalen (phonetic) who was a worker at the warehouse, who helped pull the goods for inspection.

When Anhui came, I believe Robaldo (phonetic) Lopez, also works at the warehouse, did the same. So he is aware obviously.

Other customers are aware like my buyer from Ross Stores is aware, my buyer from Pegasus was aware.

Q. Who is the buyer from Ross Stores?

A. At this time, I believe it was Kelly Olsen, I believe.

Q. How about the Pegasus?

A. It was David Terzi.

Q. They still work for those stores?

A. I don't believe so. Pegasus is out of business.

Q. What about Ross?

A. No, I do not believe she is there

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anymore.

Q. Do you know where she went?

A. I don't.

Q. Is there anybody else who is handling Ringer Jeans' account for Ross Stores?

A. Not for this category. We work with Sarah Gaffney, who is the denim buyer because we're not, that's the only category we are in now.

Q. Anybody else you can think of?

A. Lin Lee is also very well aware.

Q. Who is she?

A. It's a man actually. He's the owner of Aloha Fashion that we saw before. He was made aware by Mr. Zhao of the issues. I know he knows because he asks me from time to time.

Q. Was he one of the manufacturers of the goods at issue in this lawsuit?

A. I do not believe so.

Q. What connection does he have to this lawsuit?

A. He was an acquaintance of Mr. Zhao,

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2 and he was subcontracted certain products by
3 Mr. Zhao. But it was nothing associated from
4 my end with anything here. I believe there
5 were other goods from other companies that he
6 was tied up in.

7 Q. Why was he given privy to the
8 knowledge of this lawsuit?

9 A. Mr. Zhao told him. I don't know.
10 I believe they were personal friends at the
11 time.

12 Q. Can you think of anyone else? If
13 you can't think of anyone else, just say so.

14 A. My accountants, obviously they see
15 everything on my financial side.

16 Q. Again, this has to do with the
17 specific allegations in your complaint,
18 irrelevant to the factual allegations in your
19 complaints.

20 So your accountant, you know,
21 that's not something that --

22 MR. NASH: Objection.

23 I mean, the accountant speak
24 to damages. You're asking him
25 every possible party. He has

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2 spent, according to my calculation,
3 about sixteen minutes going over
4 this. I think it's very
5 comprehensive. Ask him another
6 question.

7 BY MR. FILARDO:

8 Q. Let's move on.

9 Mike, scroll up to topic number 1
10 and we will work our way down. Let me see if
11 there's anything here that I think that
12 Mr. Azrak hasn't had the opportunity to
13 testify on.

14 Number 4, Mr. Azrak, did you review
15 the invoices that were identified in
16 Paragraphs 21 and 26 of Anhui's complaint and
17 intervention in this action?

18 A. Yes.

19 Q. Are those invoices the same ones
20 that were booked in the document we saw, the
21 Ringer Jeans, the summary report that you
22 produced in this action?

23 A. So we do not match exactly.
24 There's a discrepancy. We show we owe less
25 than what the complaint shows.

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2 Q. So not all of them were booked, is
3 that what your testimony is?

4 MR. NASH: Objection.

5 A. Not booked or miscategorized or
6 maybe incorrect.

7 MR. FILARDO: Keep
8 scrolling, Mike, please. Keep
9 scrolling. Stop for a second.
10 Okay, go ahead. Stop. Keep going.
11 Keep going. Keep going. Looks
12 like we're getting to the end.
13 Keep going. That's it. Okay.

14 I think covered in sum and
15 substance most of these topics. So
16 let me take a break. I'm going to
17 confer with Charles, and I'll be
18 right back and let you know if we
19 are good to go for good. Two
20 minutes.

21 (Whereupon, a brief recess
22 was taken at this time.)

23 MR. FILARDO: If Mr. Cassell
24 has nothing further, then I think
25 we're done.

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MR. CASSELL: We're done.

MR. FILARDO: Thank you very
much for your time.

-o0o-

(Whereupon, the examination
of CHARLES AZRAK was concluded at
4:53 P.M.)

CHARLES AZRAK

Subscribed and sworn to
before me this _____ day
of _____, 2022.

NOTARY PUBLIC

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I N D E X

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REQUESTS FOR PRODUCTION

DESCRIPTION

PAGE

When liquidation money was paid to
the factor

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C E R T I F I C A T E

I, OLGA RAPTIS, a Notary Public within
and for the State of New York, do hereby
certify:

That the witness(es) whose testimony
is hereinbefore set forth was duly sworn by
me, and the foregoing transcript is a true
record of the testimony given by such
witness(es).

I further certify that I am not
related to any of the parties to this action
by blood or marriage, and that I am in no way
interested in the outcome of this matter.

Olga Raptis

OLGA RAPTIS

WITNESS: CHARLES AZRAK

WITNESS: CHARLES AZRAK

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